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UNITED STATES SECURITIES & EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 6-K

REPORT OF FOREIGN ISSUER PURSUANT TO RULE 13a-16 AND 15d-16 UNDER THE SECURITIES
EXCHANGE ACT OF 1934

For the period
February 2002

file # 0-30780

CEDAR CAPITAL CORP.

=====

430-580 Hornby Street Vancouver, B.C. CANADA V6C3B6
Phone#604-618-1966 Fax#604-687-0586

1=Material Change Report, BC FORM53-901F
2=Name Change & Consolidation / split filing Form 51

PROCESSED

MAR 19 2002

THOMSON
FINANCIAL

Indicate by check mark whether the Registrant files or will file annual reports under cover
of Form 20-F or Form 40-F

FORM 40-F_____

FORM 20-F XXXX

Indicate by check mark whether the Registrant by furnishing the information contained in
this Form is also thereby furnishing the information to the Commission pursuant to Rule
12g3-2(b) under the Securities Exchange Act of 1934

YES_____

NO XXXX

SIGNATURE

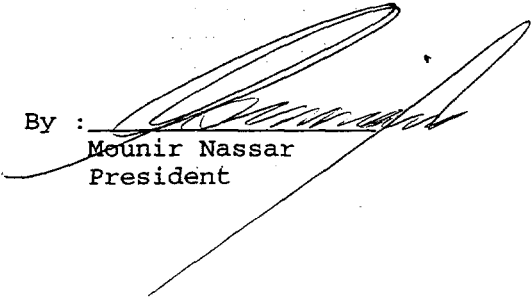
Pursuant to the requirements of the securities Exchange Act of 1934, the Registrant has
duly caused this Form6-K to be signed on its behalf by the undersigned, thereto duly
authorized.

CEDAR CAPITAL CORP.

(Registrant)

Date :
February 14, 2002

By :


Mounir Nassar
President

This is the form of a material change report required under Section 85(1) of the Securities Act and Section 151 of the Securities Rules.

BC FORM 53-901F

SECURITIES ACT

MATERIAL CHANGE REPORT

NOTE: This form is intended as a guideline. A letter or other document may be used if the substantive requirements of this form are complied with.

NOTE: If this report is filed on a confidential basis, put at the beginning of the reporting block capitals "CONFIDENTIAL - SECTION 85", and file in an envelope marked "Confidential - Attention: Supervisor, Financial Reporting".

Item 1: Reporting Issuer

CEDAR CAPITAL CORP., 430 - 580 Hornby Street, Vancouver, British Columbia, V6C 3B6

Item 2: Date of Material Change

November 16, 2001

Item 3: Press Release

February 12, 2002, Vancouver, B.C.

Item 4: Summary of Material Change

Change of name and consolidation on a 4:1 ratio.

Item 5: Full Description of Material Change

Further to the special meeting of the shareholders of Cedar Capital Corp. which was held on November 16, 2001, the Directors have decided to proceed with the changes approved at that Meeting. The name of the corporation will be changed to "VANCAN CAPITAL CORP." and the issued capitalization will be consolidated on the basis of four (4) old for one (1) new share. This will reduce the Company's issued capitalization from 5,192,500 old shares to 1,298,125 new shares.

Item 6: Reliance on Section 85(2) of the Act

N/A

Item 7: Omitted Information

N/A

Item 8: Senior Officers

Mounir Nassar - Telephone: 604-618-1966 / Fax: 604-687-0586

Item 9: Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, B.C. this 13th day of February, A.D. 2002.

CEDAR CAPITAL CORP.

Per:


MOUNIR NASSAR, President

FORM 5I

NAME CHANGE AND CONSOLIDATION/SPLIT FILING FORM

New Name VANCAN CAPITAL CORP.

Old Name CEDAR CAPITAL CORP. (the "Company")

SEDAR Project #: _____

1. Documents

Enclose the following documentation (or indicate if not applicable).

- a) Specimen of new share certificate with new CUSIP.
If new CUSIP not yet received, confirm date applied to CDS for CUSIP _____.
- b) Exchange letter accepting and reserving proposed name.
- c) Proof of name reservation with the applicable corporate registry.
- d) Proposed or actual transmittal letter to shareholders.
- e) Letter from transfer agent with confirmation that transfer agent has enough new share certificates for post-consolidation or split distribution.
- f) Shareholders' list used in verification of shareholder distribution.
- g) Letters from intermediary shareholders confirming the number of non-insider beneficial shareholders which will hold a board lot or more after the consolidation or split.
- h) List of Insiders and their pre-consolidated / split shareholdings.
- i) Copy of scrutineer's report from shareholders' meeting at which name change and consolidation or split was approved.

2. Additional Information

Date of special resolution approving name change and consolidation or split: 16
November 2001

Consolidation of four old shares for one new shares; or

Split granting old shares for new shares.

	Pre-Consolidation/Split	Post-Consolidation/Split
Issued (including escrow)	5,192,500	1,298,125
Escrow	--	--
Authorized	Unlimited	Unlimited

Transfer Agent: Computershare Trust Company

New CUSIP Number: 921434 10 6

- New Symbol and Security number to be provided by the Exchange where required.

3. Distribution and Policy Compliance

If the answer to one or more of the following is NO please submit a request for a special policy waiver or explain what action is being taken to conform to the policy.

- a) Post consolidated issued shares (excluding any share issuance on or after consolidation) are greater than 1,000,000 shares.

YES X NO

- b) The Issuer has sufficient non-insider shareholders to meet the Tier Maintenance Requirements for the Tier in which they are classified.

YES X NO

- c) The Issuer has sufficient free trading shares held by non-insider shareholders to meet the Tier Maintenance Requirements for the Tier in which they are classified.

YES X NO

- d) If the Issuer is Inactive, state the date it was declared Inactive by the Exchange.

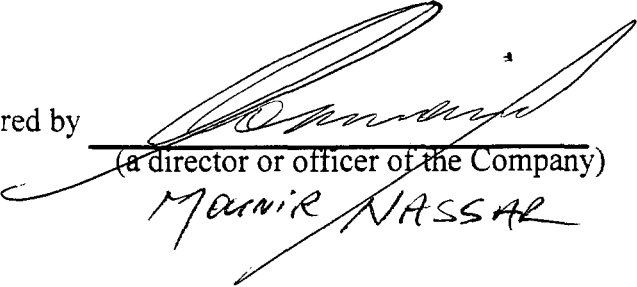
N/A

4. Other Submissions

Indicate if this application is part of a Reverse Take-Over, Change Of Business, a Reactivation, Qualifying Transaction or if any other submission is in preparation or under review by the Exchange. N/A

Date FEB. 13, 2002

Prepared by


(a director or officer of the Company)
Mounir NASSAR